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AMENDMENTS TO THE CLAIMS

The following listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

1-11 (canceled).

12 (previously presented). A compound selected from:

4-(5-[3-(4-Methoxy-phenyl)-prop-1-ynyl]-pyridin-3-yl)-tetrazol-2-ylmethyl)-benzoic acid;
4-(5-[2-(4-Fluoro-benzylcarbamoyl)-pyridin-4-yl]-tetrazol-2-ylmethyl)-benzoic acid; and
4-(5-[2-(4-Fluoro-benzylcarbamoyl)-6-methyl-pyridin-4-yl]-tetrazol-2-ylmethyl)-benzoic acid; or
a pharmaceutically acceptable salt thereof.

13 (canceled).

14 (previously presented). A pharmaceutical composition, comprising a compound according to Claim 12, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

15 (canceled).

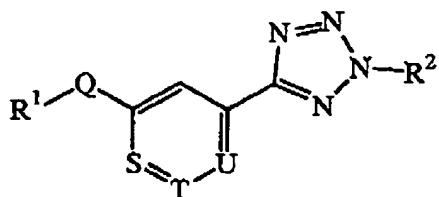
16 (previously presented). A method for treating osteoarthritis or rheumatoid arthritis, comprising administering to a patient suffering from osteoarthritis or rheumatoid arthritis a nontoxic effective amount of a compound according to Claim 12, or a pharmaceutically acceptable salt thereof.

17 (previously presented). A compound of Formula II

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II

or a pharmaceutically acceptable salt thereof,

wherein:

R^1 and R^2 independently are selected from:

H;

$\text{C}_1\text{-}\text{C}_6$ alkyl;

Substituted $\text{C}_1\text{-}\text{C}_6$ alkyl;

$\text{C}_2\text{-}\text{C}_6$ alkenyl;

Substituted $\text{C}_2\text{-}\text{C}_6$ alkenyl;

$\text{C}_2\text{-}\text{C}_6$ alkynyl;

Substituted $\text{C}_2\text{-}\text{C}_6$ alkynyl;

$\text{C}_3\text{-}\text{C}_6$ cycloalkyl;

Substituted $\text{C}_3\text{-}\text{C}_6$ cycloalkyl;

$\text{C}_3\text{-}\text{C}_6$ cycloalkyl-($\text{C}_1\text{-}\text{C}_6$ alkylene);

Substituted $\text{C}_3\text{-}\text{C}_6$ cycloalkyl-($\text{C}_1\text{-}\text{C}_6$ alkylene);

3- to 6-membered heterocycloalkyl;

Substituted 3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkyl-($\text{C}_1\text{-}\text{C}_6$ alkylene);

Substituted 3- to 6-membered heterocycloalkyl-($\text{C}_1\text{-}\text{C}_6$ alkylene);

Phenyl-($\text{C}_1\text{-}\text{C}_6$ alkylene);

Substituted phenyl-($\text{C}_1\text{-}\text{C}_6$ alkylene);

Naphthyl-($\text{C}_1\text{-}\text{C}_6$ alkylene);

Substituted naphthyl-($\text{C}_1\text{-}\text{C}_6$ alkylene);

5-, 6-, 9-, and 10-membered heteroaryl-($\text{C}_1\text{-}\text{C}_6$ alkylene);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl-($\text{C}_1\text{-}\text{C}_6$ alkylene);

Phenyl;

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Substituted phenyl;
Naphthyl;
Substituted naphthyl;
5-, 6-, 9-, and 10-membered heteroaryl;
Substituted 5-, 6-, 9-, and 10-membered heteroaryl;
 $R^3O-(C_1-C_6\text{ alkylene})$; and
Substituted $R^3O-(C_1-C_6\text{ alkylene})$;
5- or 6-membered heteroaryl;
Substituted 5- or 6-membered heteroaryl;
8- to 10-membered heterobiaryl;
Substituted 8- to 10-membered heterobiaryl;
Phenyl- $O-(C_1-C_8\text{ alkylene})$;
Substituted phenyl- $O-(C_1-C_8\text{ alkylene})$;
Phenyl- $S-(C_1-C_8\text{ alkylene})$;
Substituted phenyl- $S-(C_1-C_8\text{ alkylene})$;
Phenyl- $S(O)-(C_1-C_8\text{ alkylene})$;
Substituted phenyl- $S(O)-(C_1-C_8\text{ alkylene})$;
Phenyl- $S(O)_2-(C_1-C_8\text{ alkylene})$; and
Substituted phenyl- $S(O)_2-(C_1-C_8\text{ alkylene})$;

wherein R^1 and R^2 are not both selected from:

H;
 C_1-C_6 alkyl;
 C_2-C_6 alkenyl;
 C_2-C_6 alkynyl; and
 C_3-C_6 cycloalkyl;

wherein at least one of R^1 and R^2 is independently selected from:

C_3-C_6 cycloalkyl- $(C_1-C_6\text{ alkylene})$; and
Substituted C_3-C_6 cycloalkyl- $(C_1-C_6\text{ alkylene})$;

Each R^3 independently is selected from:

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H;

C₁-C₆ alkyl;

Substituted C₁-C₆ alkyl;

C₃-C₆ cycloalkyl;

Substituted C₃-C₆ cycloalkyl;

Phenyl-(C₁-C₆ alkylene);

Substituted phenyl-(C₁-C₆ alkylene);

Naphthyl-(C₁-C₆ alkylene);

Substituted naphthyl-(C₁-C₆ alkylene);

5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylene);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylene);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

One of S, T, and U is N and the other two of S, T, and U are C-R⁴;

Each R⁴ independently is selected from:

H;

F;

CH₃;

CF₃;

C(O)H;

CN;

HO;

CH₃O;

C(F)H₂O;

C(H)F₂O; and

CF₃O;

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Q is $N(R^6)C(O)$;

R^6 is H, C₁-C₆ alkyl, C₃-C₆ cycloalkyl; 3- to 6-membered heterocycloalkyl;

phenyl; benzyl; or 5- or 6-membered heteroaryl;

Each "substituted" group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C₁-C₆ alkyl;

C₂-C₆ alkenyl;

C₂-C₆ alkynyl;

C₃-C₆ cycloalkyl;

C₃-C₆ cycloalkylmethyl;

Phenyl;

Phenylmethyl;

3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkylmethyl;

cyano;

CF₃;

(C₁-C₆ alkyl)-OC(O);

HOCH₂;

(C₁-C₆ alkyl)-OCH₂;

H₂NCH₂;

(C₁-C₆ alkyl)-N(H)CH₂;

(C₁-C₆ alkyl)₂-NCH₂;

N(H)₂C(O);

(C₁-C₆ alkyl)-N(H)C(O);

(C₁-C₆ alkyl)₂-NC(O);

N(H)₂C(O)N(H);

(C₁-C₆ alkyl)-N(H)C(O)N(H);

N(H)₂C(O)N(C₁-C₆ alkyl);

(C₁-C₆ alkyl)-N(H)C(O)N(C₁-C₆ alkyl);

(C₁-C₆ alkyl)₂-NC(O)N(H);

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(C₁-C₆ alkyl)₂-NC(O)N(C₁-C₆ alkyl);
N(H₂C(O)O;
(C₁-C₆ alkyl)-N(H)C(O)O;
(C₁-C₆ alkyl)₂-NC(O)O;
HO;
(C₁-C₆ alkyl)-O;
CF₃O;
CF₂(H)O;
CF(H)₂O;
H₂N;
(C₁-C₆ alkyl)-N(H);
(C₁-C₆ alkyl)₂-N;
O₂N;
(C₁-C₆ alkyl)-S;
(C₁-C₆ alkyl)-S(O);
(C₁-C₆ alkyl)-S(O)₂;
(C₁-C₆ alkyl)₂-NS(O)₂;
(C₁-C₆ alkyl)-S(O)₂-N(H)-C(O)-(C₁-C₈ alkylene)_m; and
(C₁-C₆ alkyl)-C(O)-N(H)-S(O)₂-(C₁-C₈ alkylene)_m;

wherein each substituent on a carbon atom may further be independently selected from:

Halo;
HO₂C; and

OCH₂O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring;

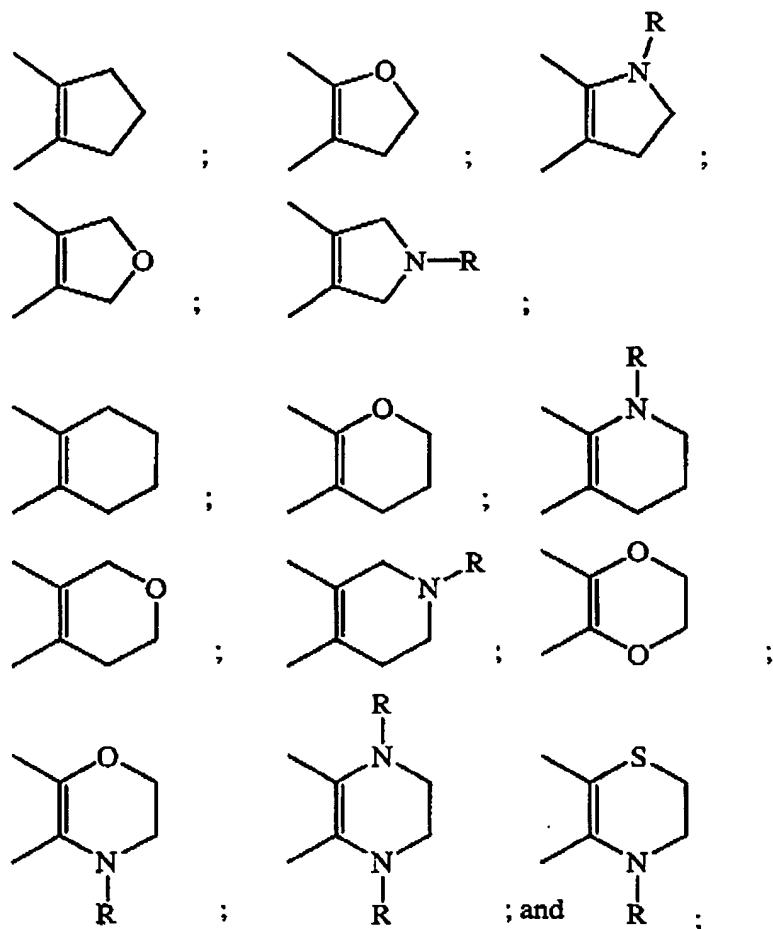
wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C=O;

wherein two adjacent, substantially sp² carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:

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R is H or C₁-C₆ alkyl;

m is an integer of 0 or 1;

wherein each heterocycloalkyl is a ring that contains carbon atoms and 1 or 2

heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)₂, 1 N, 2 N(H), and 2 N(C₁-C₆ alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4

heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C₁-C₆ alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms

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and 1 or 2 heteroatoms independently selected from N, N(H), and N(C₁-C₆ alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; and 9- and 10-membered heteroaryl are 6,5-fused and 6,6-fused bicyclic rings, respectively, wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;
wherein with any (C₁-C₆ alkyl)₂-N group, the C₁-C₆ alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and
wherein each group and each substituent recited above is independently selected.

18 (previously presented). The compound according to claim 17, wherein Q is N(H)C(O).

19 (previously presented). The compound according to claim 18, wherein each C₁-C₆ alkylene is CH₂.

20 (previously presented). The compound according to claim 19, wherein at least one substituent is selected from the group consisting of:

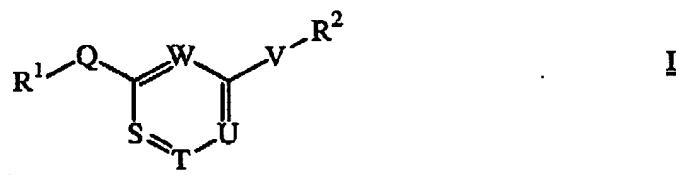
CO₂H;
CO₂CH₃;
CH₃O;
F;
Cl;
CN;
CF₃;
CH₃S(O)₂;
CH₃; or

wherein at least two substituents are Cl and F, 2 F, or OCH₂O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring.

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21 (canceled).**22 (currently amended). The compound according to claim 21, wherein A compound of Formula I**or a pharmaceutically acceptable salt thereof,wherein:R¹ and R² independently are selected from:H;C₁-C₆ alkyl;Substituted C₁-C₆ alkyl;C₂-C₆ alkenyl;Substituted C₂-C₆ alkenyl;C₂-C₆ alkynyl;Substituted C₂-C₆ alkynyl;C₃-C₆ cycloalkyl;Substituted C₃-C₆ cycloalkyl;C₃-C₆ cycloalkyl-(C₁-C₆ alkylene);Substituted C₃-C₆ cycloalkyl-(C₁-C₆ alkylene);3- to 6-membered heterocycloalkyl;Substituted 3- to 6-membered heterocycloalkyl;3- to 6-membered heterocycloalkyl-(C₁-C₆ alkylene);Substituted 3- to 6-membered heterocycloalkyl-(C₁-C₆ alkylene);Phenyl-(C₁-C₆ alkylene);Substituted phenyl-(C₁-C₆ alkylene);

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Naphthyl-(C₁-C₆ alkylene):Substituted naphthyl-(C₁-C₆ alkylene):5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylene);Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylene);Phenyl;Substituted phenyl;Naphthyl;Substituted naphthyl;5-, 6-, 9-, and 10-membered heteroaryl;Substituted 5-, 6-, 9-, and 10-membered heteroaryl;R³O-(C₁-C₆ alkylene);Substituted R³O-(C₁-C₆ alkylene);5- or 6-membered heteroaryl;Substituted 5- or 6-membered heteroaryl;8- to 10-membered heterobiaryl;Substituted 8- to 10-membered heterobiaryl;Phenyl-O-(C₁-C₈ alkylene);Substituted phenyl-O-(C₁-C₈ alkylene);Phenyl-S-(C₁-C₈ alkylene);Substituted phenyl-S-(C₁-C₈ alkylene);Phenyl-S(O)-(C₁-C₈ alkylene);Substituted phenyl-S(O)-(C₁-C₈ alkylene);Phenyl-S(O)₂-(C₁-C₈ alkylene); andSubstituted phenyl-S(O)₂-(C₁-C₈ alkylene);wherein R¹ and R² are not both selected from:H;C₁-C₆ alkyl;C₂-C₆ alkenyl;C₂-C₆ alkynyl; and

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C₃-C₆ cycloalkyl;

Each R³ independently is selected from:

H;

C₁-C₆ alkyl;

Substituted C₁-C₆ alkyl;

C₃-C₆ cycloalkyl;

Substituted C₃-C₆ cycloalkyl;

Phenyl-(C₁-C₆ alkylene);

Substituted phenyl-(C₁-C₆ alkylene);

Naphthyl-(C₁-C₆ alkylene);

Substituted naphthyl-(C₁-C₆ alkylene);

5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylene);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C₁-C₆ alkylene);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

S is N and T, U, and W each are C-R⁴;

Each R⁴ independently is selected from:

H;

F;

CH₃;

CF₃;

C(O)H;

CN;

HO;

CH₃O;

C(F)H₂O;

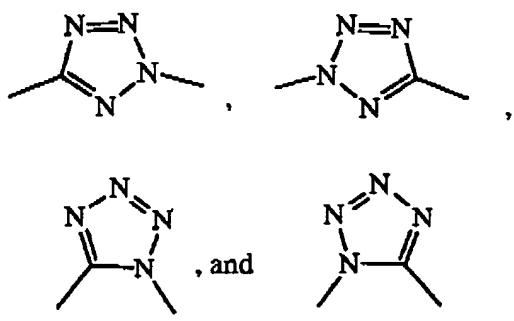
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C(H)F₂O; andCF₃O;

V is selected from the group consisting of:

Q is N(H)C(O);Each "substituted" group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:C₁-C₆ alkyl;C₂-C₆ alkenyl;C₂-C₆ alkynyl;C₃-C₆ cycloalkyl;C₃-C₆ cycloalkylmethyl;Phenyl;Phenylmethyl;3- to 6-membered heterocycloalkyl;3- to 6-membered heterocycloalkylmethyl;cyanو;CF₃;(C₁-C₆ alkyl)-OC(O);HOCH₂;(C₁-C₆ alkyl)-OCH₂;H₂NCH₂;(C₁-C₆ alkyl)-N(H)CH₂;(C₁-C₆ alkyl)₂-NCH₂;

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N(H)₂C(O);
(C₁-C₆ alkyl)-N(H)C(O);
(C₁-C₆ alkyl)₂-NC(O);
N(H)₂C(O)N(H);
(C₁-C₆ alkyl)-N(H)C(O)N(H);
N(H)₂C(O)N(C₁-C₆ alkyl);
(C₁-C₆ alkyl)-N(H)C(O)N(C₁-C₆ alkyl);
(C₁-C₆ alkyl)₂-NC(O)N(H);
(C₁-C₆ alkyl)₂-NC(O)N(C₁-C₆ alkyl);
N(H)₂C(O)O;
(C₁-C₆ alkyl)-N(H)C(O)O;
(C₁-C₆ alkyl)₂-NC(O)O;
HO;
(C₁-C₆ alkyl)-O;
CF₃O;
CF₂(H)O;
CF(H)₂O;
H₂N;
(C₁-C₆ alkyl)-N(H);
(C₁-C₆ alkyl)₂-N;
O₂N;
(C₁-C₆ alkyl)-S;
(C₁-C₆ alkyl)-S(O);
(C₁-C₆ alkyl)-S(O)₂;
(C₁-C₆ alkyl)₂-NS(O)₂;
(C₁-C₆ alkyl)-S(O)₂-N(H)-C(O)-(C₁-C₈ alkylenevl)_m; and
(C₁-C₆ alkyl)-C(O)-N(H)-S(O)₂-(C₁-C₈ alkylenevl)_m;

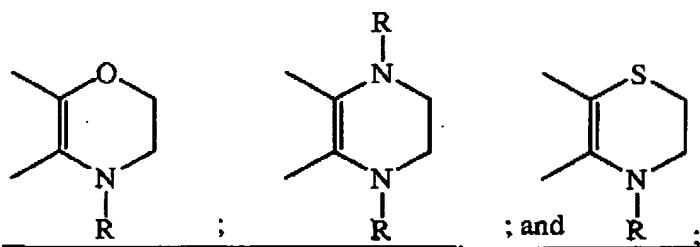
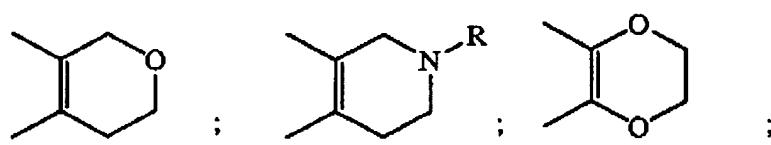
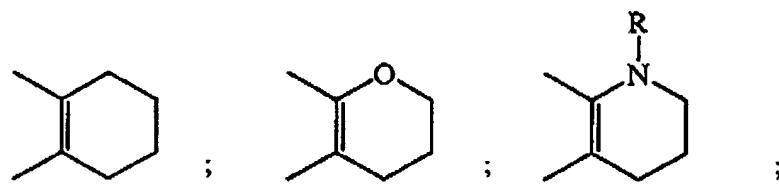
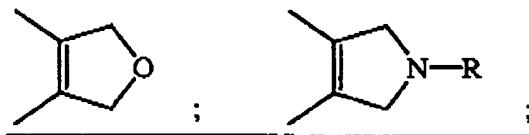
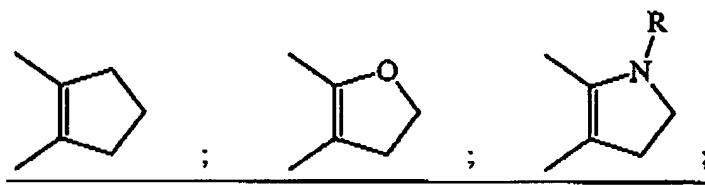
wherein each substituent on a carbon atom may further be independently selected from:

Halo:

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HO₂C; andOCH₂O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring;wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C=O;wherein two adjacent, substantially sp² carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:R is H or C₁-C₆ alkyl;m is an integer of 0 or 1;

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wherein each heterocycloalkyl is a ring that contains carbon atoms and 1 or 2 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)₂, 1 N, 2 N(H), and 2 N(C₁-C₆ alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;
wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C₁-C₆ alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C₁-C₆ alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; and 9- and 10-membered heteroaryl are 6,5-fused and 6,6-fused bicyclic rings, respectively, wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;
wherein with any (C₁-C₆ alkyl)₂-N group, the C₁-C₆ alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and
wherein each group and each substituent recited above is independently selected.

23 (previously presented). The compound according to claim 22, wherein at least one of R¹ and R² is independently selected from:

C₃-C₆ cycloalkyl-(C₁-C₆ alkylene); and
Substituted C₃-C₆ cycloalkyl-(C₁-C₆ alkylene).

24 (previously presented). The compound according to claim 23, wherein each C₁-C₆ alkylene is CH₂.

25 (previously presented). The compound according to claim 24, wherein at least one substituent is selected from the group consisting of:

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CO₂H;
CO₂CH₃;
CH₃O;
F;
Cl;
CN;
CF₃;
CH₃S(O)₂;
CH₃; or

wherein at least two substituents are Cl and F, 2 F, or OCH₂O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring.

26 (currently amended). A pharmaceutical composition comprising a compound according to any one of claims 17 and ~~21~~ 22, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

27 (currently amended). A method for treating osteoarthritis, comprising administering to a patient suffering from osteoarthritis a nontoxic effective amount of a compound according to one of claims 17 and ~~21~~ 22, or a pharmaceutically acceptable salt thereof.

28 (currently amended). A method for treating rheumatoid arthritis, comprising administering to a patient suffering from rheumatoid arthritis a nontoxic effective amount of a compound according to one of claims 17 and ~~21~~ 22, or a pharmaceutically acceptable salt thereof.